



C O R P O R A T I O N

20053 F

August 13, 1999

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MAIL
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Vernon A. Williams, Secretary
Surface Transportation Board
Washington, D.C. 20423-0001

Dear Secretary:

I have enclosed an original and three counterparts of the document(s) described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a secondary document, dated 8/13/99.

The primary document, Memorandum of Master Rail Lease Agreement to which this is connected, is recorded under Recordation No. 20053.

The names and addresses of the parties to the documents are as follows:

Lessor: ICX Corporation
3 Summit Park Drive
Suite 200
Cleveland, OH 44131

Lessee: AG Processing Inc.
12700 West Dodge Road
Omaha, NE 68103-2047

Description of vehicle(s) is as follows:

Delete one (1) Trinity 5161 cu. Ft. covered hopper car bearing running number AGPX96126 and **add** one (1) Thrall 5150 cu. Ft. covered hopper car bearing running number AGPX90002.

ICX CORPORATION

3 Summit Park Drive

Suite 200

Cleveland, OH 44131

(216) 328-8700 • Fax (216) 328-8710

Surface Transportation Bd.

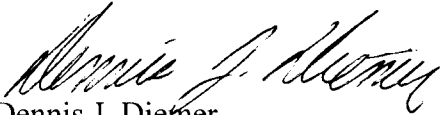
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August 13, 1999

A fee of \$26 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to: Attn: Gloria A. Mobley - ICX Corporation - 3 Summit Park Drive - Suite 200 - Cleveland, OH 44131.

Very truly yours

ICX Corporation

A handwritten signature in cursive script, appearing to read "Dennis J. Diemer".

Dennis J. Diemer
Assistant Secretary

Enclosure

Enclosure



C O R P O R A T I O N

2005 3 2

Counterpart No. _____ of Three (3) manually executed counterparts. Only the manually executed counterpart numbered "1" is sufficient to transfer Lessor's interest, or to grant a security interest herein.

August 13, 1999

AG Processing Inc.
12700 West Dodge Road
Omaha, NE 68103-2047

Attention: Mark D. Pfeifer

Re: Amendment to Lease Schedule No. 801 (the "Schedule") to Master Rail Lease Agreement No. 7707722 (the "Lease") between ICX Corporation by assignment from Pitney Bowes Credit Corporation, as Lessor, and AG Processing, Inc., as Lessee.


Dear Sir or Madam:

This letter will confirm amendment of the Schedule as follows:


As a result of a casualty occurrence, the parties agree to delete one (1) Trinity 5161 cu. Ft. covered hopper rail car bearing running number AGPX96126 from the Schedule and substitute in its stead one (1) Thrall 5150 cu. Ft. covered hopper car bearing running number AGPX90002.

Except as otherwise amended hereby, the Agreement and the Lease remain in full force and effect. Please confirm the foregoing amendment by executing the one (1) original and three (3) enclosed copies of this letter where indicated and returning them to the undersigned.

Very truly yours,


Dennis Diemer
Assistant Secretary

AG Processing, Inc.

By: 
K.S. Grubbe
Ag Processing Inc a cooperative
CFO/Group VP Finance
Assistant Secretary/Treasurer

Date: 8/18/99

DJD/gam

ICX CORPORATIONcc: J.T. Lovins

3 Summit Park Drive

Suite 200

Cleveland, OH 44131

(216) 328-8700 • Fax (216) 328-8710

CORPORATE FORM OF ACKNOWLEDGEMENT

I, K.S. Grubbe, certify that I am CFO of AG Processing, Inc., that the instrument was signed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare and certify under penalty of perjury that the foregoing is true and correct. Executed on August 18, 1999.

K.S. Grubbe
Signature

STATE OF NEBRASKA

{ss

COUNTY OF DOUGLAS

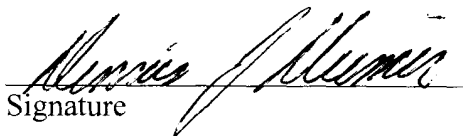
On the 18th day of August, 1999 the undersigned, a Notary Public for the State and county stated above, hereby certify that attached hereto is a true and correct Amendment to lease Schedule No. 801 (the "Schedule") to Master Rail Lease Agreement No. 7707722 (the "Lease") between ICX Corporation by assignment from Pitney Bowes Credit Corporation, as Lessor and AG Processing, Inc., as Lessee.

Heather Lea R. Re
Notary Public



CORPORATE FORM OF ACKNOWLEDGEMENT

I, Dennis J Diemer, certify that I am Assistant Secretary of ICX Corporation, that the instrument was signed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare and certify under penalty of perjury that the foregoing is true and correct. Executed on August 13, 1999.


Signature

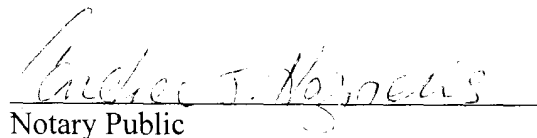
STATE OF OHIO

{ss

COUNTY OF CUYAHOGA

On the 13th day of August, 1999 the undersigned, a Notary Public for the State and county stated above, hereby certify that attached hereto is a true and correct Amendment to lease Schedule No. 801 (the "Schedule") to Master Rail Lease Agreement No. 7707722 (the "Lease") between ICX Corporation by assignment from Pitney Bowes Credit Corporation, as Lessor and AG Processing, Inc., as Lessee.

CANDICE J. HAZINAKIS
Notary Public, State of Ohio, Medina Cty.
My Commission Expires Aug. 24, 2003


Notary Public